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Lewis R. Clayton  
Jacob A. Adlerstein  
Claudia R. Tobler

*Proposed Counsel for Debtors  
and Debtors in Possession*

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	: <b>Chapter 11 Case No.</b>
	:
<b>NY RADIO ASSETS, LLC,</b>	: <b>17-[____] ( )</b>
	:
<b>Debtor.</b>	:
	:
<b>Tax Id. No. 20-4219364</b>	:
-----X	
<b>In re:</b>	: <b>Chapter 11 Case No.</b>
	:
<b>CUMULUS MEDIA INC.,</b>	: <b>17-[____] ( )</b>
	:
<b>Debtor.</b>	:
	:
<b>Tax Id. No. 36-4159663</b>	:
-----X	
<b>In re:</b>	: <b>Chapter 11 Case No.</b>
	:
<b>ATLANTA RADIO, LLC,</b>	: <b>17-[____] ( )</b>
	:
<b>Debtor.</b>	:
	:
<b>Tax Id. No. 33-1065242</b>	:
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In re: : Chapter 11 Case No.  
: :  
BROADCAST SOFTWARE : 17-[\_\_\_\_\_] (\_\_\_\_)  
INTERNATIONAL, : :  
: :  
Debtor. : :  
: :  
Tax Id. No. 36-4319376 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CATALYST MEDIA, INC., : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 36-4698849 :  
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In re: : Chapter 11 Case No.  
: :  
CHICAGO FM RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 75-3228146 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CHICAGO RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4218565 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CMI RECEIVABLES FUNDING LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 46-4186396 :  
-----X

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In re:	:	Chapter 11 Case No.
	:	
CMP KC Corp.,	:	17-[____] ( )
	:	
Debtor.	:	
	:	
Tax Id. No. 20-4531244	:	
-----X		
In re:	:	Chapter 11 Case No.
	:	
CMP SUSQUEHANNA CORP.,	:	17-[____] ( )
	:	
Debtor.	:	
	:	
Tax Id. No. 20-4531045	:	
-----X		
In re:	:	Chapter 11 Case No.
	:	
CMP SUSQUEHANNA RADIO HOLDINGS CORP.,	:	17-[____] ( )
	:	
Debtor.	:	
	:	
Tax Id. No. 20-4530834	:	
-----X		
In re:	:	Chapter 11 Case No.
	:	
CONSOLIDATED IP COMPANY LLC,	:	17-[____] ( )
	:	
Debtor.	:	
	:	
Tax Id. No. 46-4099527	:	
-----X		
In re:	:	Chapter 11 Case No.
	:	
CUMULUS BROADCASTING LLC,	:	17-[____] ( )
	:	
Debtor.	:	
	:	
Tax Id. No. 68-0575090	:	
-----X		

-----X  
**In re:** : **Chapter 11 Case No.**  
:   
**CUMULUS INTERMEDIATE HOLDINGS** : **17-[\_\_\_\_] ( )**  
**INC.,** :   
:   
**Debtor.** :   
:   
**Tax Id. No. 51-0405729** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**CUMULUS MEDIA HOLDINGS INC.,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 90-0719565** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**CUMULUS NETWORK HOLDINGS INC.,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 13-3331750** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**CUMULUS RADIO CORPORATION,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 86-0703641** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**DC RADIO ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 20-4218609** :   
-----X

-----X  
In re: : Chapter 11 Case No.  
: :  
DETROIT RADIO, LLC, : 17-[\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 33-1065244 :  
-----X

In re: : Chapter 11 Case No.  
: :  
DIAL COMMUNICATIONS GLOBAL : 17-[\_\_\_\_] (\_\_\_\_)  
MEDIA, LLC, : :  
: :  
Debtor. : :  
: :  
Tax Id. No. 02-0586001 :  
-----X

In re: : Chapter 11 Case No.  
: :  
INCENTREV LLC, : 17-[\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 45-5134331(H) :  
-----X

In re: : Chapter 11 Case No.  
: :  
INCENTREV-RADIO HALF OFF, LLC, : 17-[\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 46-3208500 :  
-----X

In re: : Chapter 11 Case No.  
: :  
KLIF BROADCASTING, INC., : 17-[\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 23-2877208 :  
-----X

-----X  
**In re:** : **Chapter 11 Case No.**  
:   
**KLOS-FM RADIO ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 20-4218888** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**LA RADIO , LLC,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 20-4222471** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**MINNEAPOLIS RADIO ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 20-4219259** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**RADIO ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 20-5314240** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**RADIO METROPLEX, INC.,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 23-2868556** :   
-----X

-----X  
**In re:** : **Chapter 11 Case No.**  
:   
**RADIO NETWORKS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 20-4222557** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**SAN FRANCISCO RADIO ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 20-4222315** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**SUSQUEHANNA MEDIA CO.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 23-2722964** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**SUSQUEHANNA PFALTZGRAFF CO.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 23-1139608** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**SUSQUEHANNA RADIO CORP.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 23-2381976** :   
-----X

-----X  
**In re:** : **Chapter 11 Case No.**  
:   
**WBAP-KSCS ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 20-4227103** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**WESTWOOD ONE, INC.,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 95-3980449** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**WESTWOOD ONE RADIO NETWORKS,** : **17-[\_\_\_\_] ( )**  
**INC.,** :   
:   
**Debtor.** :   
:   
**Tax Id. No. 84-0705591** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**WPLJ RADIO, LLC,** : **17-[\_\_\_\_] ( )**  
:   
**Debtor.** :   
:   
**Tax Id. No. 20-4222424** :   
-----X



**DEBTORS' MOTION PURSUANT TO  
FED. R. BANKR. P. 1015(B) FOR ENTRY OF AN ORDER  
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Cumulus Media Inc. ("Cumulus Media") and its above-captioned affiliated debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors") hereby submit this motion (the "Motion") for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), pursuant to section 105 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules") authorizing (i) the joint administration of the Debtors' Chapter 11 Cases (as defined below) and the consolidation thereof for procedural purposes only and (ii) granting related relief. The facts and circumstances supporting this Motion are set forth in the *Declaration of John F. Abbot in Support of Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"), filed contemporaneously herewith. In further support of this Motion, the Debtors respectfully state as follows:

**Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of New York (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York, dated January 31, 2012. The Debtors confirm their consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Local Rule 9013-1(a).

### **Background**

4. On November 29, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 (the “Chapter 11 Cases”) of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee has been appointed in the Chapter 11 Cases.

5. The Debtors are leaders in the radio broadcasting industry, reaching 245 million people each week through their owned-and-operated stations, Westwood One network affiliates and numerous digital channels, with a combination of local programming and nationally syndicated sports, news and entertainment content. Additional information about the Debtors’ business and the events leading to the commencement of these Chapter 11 Cases can be found in the First Day Declaration, which is incorporated herein by reference.<sup>1</sup>

### **Relief Requested**

6. The Debtors seek entry of an order pursuant to Bankruptcy Rule 1015(b), substantially in the form attached hereto as **Exhibit A** (the “Order”), directing procedural consolidation and joint administration of these Chapter 11 Cases. Specifically, the Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the case of Cumulus Media, and that the cases be administered under a consolidated caption, as follows:

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<sup>1</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the First Day Declaration.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	: <b>Chapter 11</b>
	:
<b>CUMULUS MEDIA INC., et al.,</b>	: <b>Case No. 17-_____ (____)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
	:
-----X	

1. The last four digits of Cumulus Media Inc.'s tax identification number are 9663. Because of the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/cumulus>. The location of the Debtors' service address is: 3280 Peachtree Road, N.W., Suite 2200, Atlanta, Georgia 30305.

7. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

8. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors' cases other than the case of Cumulus Media:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Cumulus Media Inc.; Atlanta Radio, LLC; Broadcast Software International; Catalyst Media, Inc.; Chicago FM Radio Assets, LLC; Chicago Radio Assets, LLC; CMI Receivables Funding LLC; CMP KC Corp.; CMP Susquehanna Corp.; CMP Susquehanna Radio Holdings Corp.; Consolidated IP Company LLC; Cumulus Broadcasting LLC; Cumulus Intermediate Holdings Inc.; Cumulus Media Holdings Inc.; Cumulus Network Holdings Inc.; Cumulus Radio Corporation; DC Radio Assets, LLC; Detroit Radio, LLC; Dial Communications Global Media, LLC; Incentrev LLC; Incentrev-Radio Half Off, LLC; KLIF Broadcasting, Inc.; KLOS-FM Radio Assets, LLC; LA Radio, LLC; Minneapolis Radio Assets, LLC; NY Radio Assets, LLC; Radio Assets, LLC; Radio Metroplex, Inc.; Radio Networks, LLC; San Francisco Radio Assets, LLC; Susquehanna Media Co.; Susquehanna Pfaltzgraff Co.; Susquehanna Radio Corp.; WBAP-KSCS Assets, LLC; Westwood One, Inc.; Westwood One Radio Networks, Inc.; and WPLJ Radio, LLC. All

further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 17-[\_\_\_\_\_] (\_\_\_).

9. The Debtors also seek authority to file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Office of the United States Trustee for Region 2 (the “U.S. Trustee”), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

### **Basis for Relief**

10. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

11. Section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

12. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple, related debtors. *See, e.g., In re Answers Holdings, Inc.*, No. 17-10496 (SMB) (Bankr. S.D.N.Y. Mar. 9, 2017); *In re BCBG Max Azria Global Holdings, LLC*, No. 17-10466 (SCC) (Bankr. S.D.N.Y. Mar. 2, 2017); *In re Avaya Inc.*, No. 17-10089 (SMB) (Bankr. S.D.N.Y. Jan. 20, 2017); *In re Aéropostale, Inc.*, No. 16-11275 (SHL) (Bankr. S.D.N.Y. May 4, 2016); *In re Sabine Oil & Gas Corp.*,

No. 15-11835 (SCC) (Bankr. S.D.N.Y. July 16, 2015); *In re Chassix Holdings, Inc.*, No. 15-10578 (MEW) (Bankr. S.D.N.Y. Mar. 12, 2015).<sup>2</sup>

13. Given the integrated nature of the Debtors' operations, joint administration of these Chapter 11 Cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these Chapter 11 Cases will affect each and every Debtor entity. The entry of the Order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the U.S. Trustee and all parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency.

14. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; instead, parties in interest will benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases. Accordingly, the Debtors submit that the joint administration of these Chapter 11 Cases is in the best interests of their estates, their creditors, and all other parties in interest.

### **Motion Practice**

15. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, the Debtors submit that this Motion satisfies Local Rule 9013-1(a).

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<sup>2</sup> Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

**Notice**

16. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for Region 2; (b) the holders of the 20 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Credit Agreement Agent; (d) counsel to the Ad Hoc Group of Term Loan Lenders; (e) counsel to the Ad Hoc Group of Noteholders; (f) counsel to the Indenture Trustee; (g) counsel to the Consenting Equity Holders; (h) the Internal Revenue Service; (i) the Securities and Exchange Commission; (j) the United States Attorney's Office for the Southern District of New York; (k) the office of the attorney general for the states in which the Debtors operate; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

17. No prior request for the relief sought in this Motion has been made to this or any other court.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

**Conclusion**

WHEREFORE, the Debtors respectfully request that the Court enter the Order granting the relief requested herein and providing such other relief as the Court deems appropriate under the circumstances.

Dated: November 29, 2017  
New York, New York

PAUL, WEISS, RIFKIND, WHARTON  
& GARRISON LLP

/s/ Paul M. Basta  
Paul M. Basta  
Lewis R. Clayton  
Jacob A. Adlerstein  
Claudia R. Tobler

1285 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 373-3000  
Facsimile: (212) 757-3990  
pbasta@paulweiss.com  
lclayton@paulweiss.com  
jadlerstein@paulweiss.com  
ctobler@paulweiss.com

*Proposed Counsel for Debtors and  
Debtors in Possession*

**EXHIBIT A**

**Proposed Order**



**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** : **Chapter 11 Case No.**  
:   
**NY RADIO ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 20-4219364** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**CUMULUS MEDIA INC.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 36-4159663** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**ATLANTA RADIO, LLC,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 33-1065242** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**BROADCAST SOFTWARE** : **17-[\_\_\_\_] ( )**  
**INTERNATIONAL,** :   
:   
: **Debtor.** :   
:   
**Tax Id. No. 36-4319376** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**CATALYST MEDIA, INC.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 36-4698849** :   
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-----X  
In re: : Chapter 11 Case No.  
: :  
CHICAGO FM RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 75-3228146 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CHICAGO RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4218565 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CMI RECEIVABLES FUNDING LLC, : 17-[\_\_\_\_\_] (\_\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 46-4186396 :  
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In re: : Chapter 11 Case No.  
: :  
CMP KC Corp., : 17-[\_\_\_\_\_] (\_\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4531244 :  
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In re: : Chapter 11 Case No.  
: :  
CMP SUSQUEHANNA CORP., : 17-[\_\_\_\_\_] (\_\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4531045 :  
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-----X  
In re: : Chapter 11 Case No.  
: :  
CMP SUSQUEHANNA RADIO HOLDINGS : 17-[\_\_\_\_] (\_\_\_\_)  
CORP., :  
: :  
Debtor. :  
: :  
Tax Id. No. 20-4530834 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CONSOLIDATED IP COMPANY LLC, : 17-[\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. :  
: :  
Tax Id. No. 46-4099527 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CUMULUS BROADCASTING LLC, : 17-[\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. :  
: :  
Tax Id. No. 68-0575090 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CUMULUS INTERMEDIATE HOLDINGS : 17-[\_\_\_\_] (\_\_\_\_)  
INC., :  
: :  
Debtor. :  
: :  
Tax Id. No. 51-0405729 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CUMULUS MEDIA HOLDINGS INC., : 17-[\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. :  
: :  
Tax Id. No. 90-0719565 :  
-----X

-----X  
In re: : Chapter 11 Case No.  
: :  
CUMULUS NETWORK HOLDINGS INC., : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 13-3331750 :  
-----X

In re: : Chapter 11 Case No.  
: :  
CUMULUS RADIO CORPORATION, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 86-0703641 :  
-----X

In re: : Chapter 11 Case No.  
: :  
DC RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4218609 :  
-----X

In re: : Chapter 11 Case No.  
: :  
DETROIT RADIO, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 33-1065244 :  
-----X

In re: : Chapter 11 Case No.  
: :  
DIAL COMMUNICATIONS GLOBAL : 17-[\_\_\_\_\_] (\_\_\_\_)  
MEDIA, LLC, : :  
: :  
Debtor. : :  
: :  
Tax Id. No. 02-0586001 :  
-----X

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<b>In re:</b>	: <b>Chapter 11 Case No.</b>
	:
<b>INCENTREV LLC,</b>	: <b>17-[_____] ( )</b>
	:
<b>Debtor.</b>	:
	:
<b>Tax Id. No. 45-5134331(H)</b>	:

-----X	
<b>In re:</b>	: <b>Chapter 11 Case No.</b>
	:
<b>INCENTREV–RADIO HALF OFF, LLC,</b>	: <b>17-[_____] ( )</b>
	:
<b>Debtor.</b>	:
	:
<b>Tax Id. No. 46-3208500</b>	:

-----X	
<b>In re:</b>	: Chapter 11 Case No.
	:
<b>KLIF BROADCASTING, INC.,</b>	: 17-[_____] ( )
	:
<b>Debtor.</b>	:
	:
<b>Tax Id. No. 23-2877208</b>	:

<b>In re:</b>		<b>:</b>	<b>Chapter 11 Case No.</b>
		<b>:</b>	
<b>KLOS-FM RADIO ASSETS, LLC,</b>		<b>:</b>	<b>17-[_____] (____)</b>
		<b>:</b>	
<b>Debtor.</b>		<b>:</b>	
		<b>:</b>	
<b>Tax Id. No. 20-4218888</b>		<b>:</b>	

<b>In re:</b>		:	<b>Chapter 11 Case No.</b>
		:	
<b>LA RADIO , LLC,</b>		:	<b>17-[_____] ( )</b>
		:	
<b>Debtor.</b>		:	
		:	
<b>Tax Id. No. 20-4222471</b>		:	

-----X  
In re: : Chapter 11 Case No.  
: :  
MINNEAPOLIS RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4219259 :  
-----X

In re: : Chapter 11 Case No.  
: :  
RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-5314240 :  
-----X

In re: : Chapter 11 Case No.  
: :  
RADIO METROPLEX, INC., : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 23-2868556 :  
-----X

In re: : Chapter 11 Case No.  
: :  
RADIO NETWORKS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4222557 :  
-----X

In re: : Chapter 11 Case No.  
: :  
SAN FRANCISCO RADIO ASSETS, LLC, : 17-[\_\_\_\_\_] (\_\_\_\_)  
: :  
Debtor. : :  
: :  
Tax Id. No. 20-4222315 :  
-----X

-----X  
**In re:** : **Chapter 11 Case No.**  
:   
**SUSQUEHANNA MEDIA CO.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 23-2722964** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**SUSQUEHANNA PFALTZGRAFF CO.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 23-1139608** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**SUSQUEHANNA RADIO CORP.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 23-2381976** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**WBAP-KSCS ASSETS, LLC,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 20-4227103** :   
-----X

**In re:** : **Chapter 11 Case No.**  
:   
**WESTWOOD ONE, INC.,** : **17-[\_\_\_\_] ( )**  
:   
: **Debtor.** :   
:   
**Tax Id. No. 95-3980449** :   
-----X

-----X  
**In re:** : **Chapter 11 Case No.**  
: :  
**WESTWOOD ONE RADIO NETWORKS,** : **17-[\_\_\_\_\_] ( )**  
**INC.,** : :  
: :  
**Debtor.** : :  
: :  
**Tax Id. No. 84-0705591** : :  
-----X

-----X  
**In re:** : **Chapter 11 Case No.**  
: :  
**WPLJ RADIO, LLC,** : **17-[\_\_\_\_\_] ( )**  
: :  
**Debtor.** : :  
: :  
**Tax Id. No. 20-4222424** : :  
-----X

**ORDER PURSUANT TO FED. R. BANKR. P. 1015(B)**  
**DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “Motion”)<sup>1</sup> of Cumulus Media Inc. and its affiliated debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”) for entry of an order (this “Order”): directing the joint administration of the Debtors’ Chapter 11 Cases for procedural purposes only, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York, dated January 31, 2012; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no

<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the First Day Declaration, as appropriate.



other notice need be provided; and this Court having reviewed the Motion and the First Day Declaration and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at any Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 17-[\_\_\_\_\_] (\_\_\_\_).
3. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re:</b>	<b>:</b> <b>Chapter 11</b>
	<b>:</b>
<b>CUMULUS MEDIA INC., et al.,</b>	<b>:</b> <b>Case No. 17-_____ (____)</b>
	<b>:</b>
<b>Debtors.<sup>1</sup></b>	<b>:</b> <b>(Jointly Administered)</b>
	<b>:</b>
-----X	

<sup>1</sup>. The last four digits of Cumulus Media Inc.'s tax identification number are 9663. Because of the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/cumulus>. The location of the Debtors' service address is: 3280 Peachtree Road, N.W., Suite 2200, Atlanta, Georgia 30305.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Cumulus Media Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Cumulus Media Inc.; Atlanta Radio, LLC; Broadcast Software International; Catalyst Media, Inc.; Chicago FM Radio Assets, LLC; Chicago Radio Assets, LLC; CMI Receivables Funding LLC; CMP KC Corp.; CMP Susquehanna Corp.; CMP Susquehanna Radio Holdings Corp.; Consolidated IP Company LLC; Cumulus Broadcasting LLC; Cumulus Intermediate Holdings Inc.; Cumulus Media Holdings Inc.; Cumulus Network Holdings Inc.; Cumulus Radio Corporation; DC Radio Assets, LLC; Detroit Radio, LLC; Dial Communications Global Media, LLC; Incentrev LLC; Incentrev-Radio Half Off, LLC; KLIF Broadcasting, Inc.; KLOS-FM Radio Assets, LLC; LA Radio, LLC; Minneapolis Radio Assets, LLC; NY Radio Assets, LLC; Radio Assets, LLC; Radio Metroplex, Inc.; Radio Networks, LLC; San Francisco Radio Assets, LLC; Susquehanna Media Co.; Susquehanna Pfaltzgraff Co.; Susquehanna Radio Corp.; WBAP-KSCS Assets, LLC; Westwood One, Inc.; Westwood One Radio Networks, Inc.; and WPLJ Radio, LLC. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 17-[\_\_\_\_\_] (\_\_\_\_).

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the Court with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

7. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order

substantively consolidating their respective cases and the rights of other parties in interest to object to such relief.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the Local Rules are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2017  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE